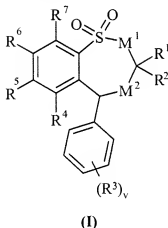


Amendments to the Claims:

This listing of claims will replace all prior versions and listing of claims in the application.

Listing of the Claims:

Claim 1 (currently amended): A compound of formula (I):



wherein

M^1 is $-CH_2-$ or $-NR^{21}-$;

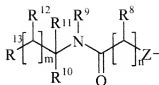
M^2 is $-CR^{22}R^{23}-$ or $-NR^{24}-$; provided that if M^1 is $-NR^{21}-$, M^2 is $-CR^{22}R^{23}-$;

one of R^1 and R^2 is selected from hydrogen, or C_{1-6} alkyl or C_{2-6} alkenyl and the other is selected from C_{1-6} alkyl or C_{2-6} alkenyl;

R^3 is selected from halo, nitro, cyano, hydroxy, amino, carboxy, carbamoyl, mercapto, sulphamoyl, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, C_{1-6} alkanoyl, C_{1-6} alkanoyloxy, N -(C_{1-6} alkyl)amino, N,N -(C_{1-6} alkyl)₂amino, C_{1-6} alkanoylamino, N -(C_{1-6} alkyl)carbamoyl, N,N -(C_{1-6} alkyl)₂carbamoyl, C_{1-6} alkylS(O)_a wherein a is 0 to 2, C_{1-6} alkoxycarbonyl, N -(C_{1-6} alkyl)sulphamoyl and N,N -(C_{1-6} alkyl)₂sulphamoyl;

v is 0-5;

one of R^5 and R^6 is a group of formula (IA):



(IA)

R⁴ and R⁷ are hydrogen;

and the other of R⁵ and R⁶ is independently selected from hydrogen or methylthio, halo, nitro, cyano, hydroxy, amino, carboxy, carbamoyl, mercapto, sulphonoyl, C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl, C₁₋₄alkoxy, C₁₋₄alkanoyl, C₁₋₄alkanoxyloxy, N-(C₁₋₄alkyl)amino, N,N-(C₁₋₄alkyl)₂amino, C₁₋₄alkanoylamino, N-(C₁₋₄alkyl)carbamoyl, N,N-(C₁₋₄alkyl)₂carbamoyl, C₁₋₄alkylS(O)_a, wherein a is 0 to 2, C₁₋₄alkoxy-carbonyl, N-(C₁₋₄alkyl)sulphonoyl and N,N-(C₁₋₄alkyl)₂sulphonoyl; wherein R⁴ and R⁷ and the other of R⁵ and R⁶ may be optionally substituted on carbon by one or more R²⁵;

Z is -O-, N(R^a)-, S(O)_b- or CH(R^a)-; wherein R^a is hydrogen or C₁₋₆alkyl and b is 0-2;

R⁸ is hydrogen, C₁₋₄alkyl, carbocyclyl or heterocyclyl; wherein R⁸ may be optionally substituted on carbon by one or more substituents selected from R²⁶; and wherein if said heterocyclyl contains an -NH- group, that nitrogen may be optionally substituted by a group selected from R²⁷;

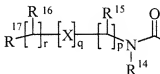
R⁹ is hydrogen or C₁₋₄alkyl;

R¹⁰ is and R¹¹ are independently selected from cyclohexyl and phenyl, hydrogen, C₁₋₄alkyl, carbocyclyl or heterocyclyl; or R¹⁰ and R¹¹ together form C₂₋₆alkylene; wherein R¹⁰ and R¹¹ or R¹⁰ and R¹¹ together may be independently optionally substituted on carbon by one or more substituents selected from R²⁸; and wherein if said heterocyclyl contains an -NH- moiety, that nitrogen may be optionally substituted by one or more R²⁹;

R¹⁰ and R¹¹ is are independently selected from hydrogen, C₁₋₄alkyl, carbocyclyl or heterocyclyl; or R¹⁰ and R¹¹ together form C₂₋₆alkylene; wherein R¹⁰ and R¹¹ or R¹⁰ and R¹¹ together may be independently optionally substituted on carbon by one or more substituents selected from R²⁸; and wherein if said heterocyclyl contains an -NH- moiety, that nitrogen may be optionally substituted by one or more R²⁹;

R^{12} is hydrogen, C_{1-4} alkyl, carbocyclyl or heterocyclyl; wherein R^{12} may be optionally substituted on carbon by one or more substituents selected from R^{30} ; and wherein if said heterocyclyl contains an $-NH-$ moiety, that nitrogen may be optionally substituted by one or more R^{31} ;

R^{13} is hydrogen, halo, nitro, cyano, hydroxy, amino, carbamoyl, mercapto, sulphamoyl, hydroxyaminocarbonyl, C_{1-10} alkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, C_{1-10} alkoxy, C_{1-10} alkoxy-carbonyl, C_{1-10} alkanoyl, C_{1-10} alkanoyloxy, $N-(C_{1-10}alkyl)amino$, $N,N-(C_{1-10}alkyl)_2amino$, $N,N,N-(C_{1-10}alkyl)_3ammonio$, $C_{1-10}alkanoylamino$, $N-(C_{1-10}alkyl)carbamoyl$, $N,N-(C_{1-10}alkyl)_2carbamoyl$, $C_{1-10}alkylS(O)_a$ wherein a is 0 to 2, $N-(C_{1-10}alkyl)sulphamoyl$, $N,N-(C_{1-10}alkyl)_2sulphamoyl$, $N-(C_{1-10}alkyl)sulphamoylamino$, $N,N-(C_{1-10}alkyl)_2sulphamoylamino$, $C_{1-10}alkoxy-carbonylamino$, carbocyclyl, carbocyclyl- $C_{1-10}alkyl$, heterocyclic group, heterocyclyl- $C_{1-10}alkyl$, carbocyclyl- $(C_{1-10}alkylene)_e-R^{32}$, $(C_{1-10}alkylene)_e$ - or heterocyclyl- $(C_{1-10}alkylene)_g-R^{33}$, $(C_{1-10}alkylene)_h$; wherein R^{13} may be optionally substituted on carbon by one or more substituents selected from R^{36} ; and wherein if said heterocyclyl contains an $-NH-$ group, that nitrogen may be optionally substituted by a group selected from R^{37} ; or R^{13} is a group of formula (IB):



(IB)

wherein:

X is $-N(R^{38})$, $-N(R^{38})C(O)-$, $-O-$ and $-S(O)_a$; wherein a is 0-2 and R^{38} is hydrogen or C_{1-4} alkyl;

R^{14} is hydrogen or C_{1-4} alkyl;

R^{15} is hydrogen;

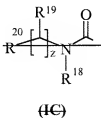
and R^{16} is independently selected from hydrogen, halo, nitro, cyano, hydroxy, amino,

carbamoyl, mercapto, sulphamoyl, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy,

C_{1-6} alkanoyl, C_{1-6} alkanoyloxy, $N-(C_{1-6}alkyl)amino$, $N,N-(C_{1-6}alkyl)_2amino$,

C_{1-6} alkanoylamino, N -(C_{1-6} alkyl)carbamoyl, N,N -(C_{1-6} alkyl)₂carbamoyl, C_{1-6} alkylS(O)_a, wherein a is 0 to 2, C_{1-6} alkoxy carbonyl, N -(C_{1-6} alkyl)sulphamoyl, N,N -(C_{1-6} alkyl)₂sulphamoyl, carboecycyl or heterocyclic group; wherein R^{15} and R^{16} may be independently optionally substituted on carbon by one or more substituents selected from R^{44} ; and wherein if said heterocycyl contains an -NH- group, that nitrogen may be optionally substituted by a group selected from R^{42} ;

R^{17} is ethyl, selected from hydrogen, halo, nitro, cyano, hydroxy, amino, carbamoyl, mercapto, sulphamoyl, hydroxyaminocarbonyl, C_{1-10} alkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, C_{1-10} alkoxy, C_{1-10} alkanoyl, C_{1-10} alkanoyloxy, N -(C_{1-10} alkyl)amino, N,N -(C_{1-10} alkyl)₂amino, C_{1-10} alkanoylamino, N -(C_{1-10} alkyl)carbamoyl, C_{1-10} alkoxy carbonyl, N,N -(C_{1-10} alkyl)₂carbamoyl, C_{1-10} alkylS(O)_a wherein a is 0 to 2, N -(C_{1-10} alkyl)sulphamoyl, N,N -(C_{1-10} alkyl)₂sulphamoyl, N -(C_{1-10} alkyl)sulphamoylamino, N,N -(C_{1-10} alkyl)₂sulphamoylamino, carboecycyl, carboecycyl(C_{1-10} alkyl), heterocyclic group, heterocycyl(C_{1-10} alkyl), carboecycyl(C_{1-10} alkylene)_e- R^{43} -(C_{1-10} alkylene)_f- or heterocycyl(C_{1-10} alkylene)_g- R^{44} -(C_{1-10} alkylene)_h-, wherein R^{17} is may be optionally substituted on each carbon of the ethyl group by one substituent or more substituents selected from R^{47} , wherein R^{47} is hydroxy; and wherein if said heterocycyl contains an -NH- group, that nitrogen may be optionally substituted by a group selected from R^{48} ; or R^{47} is a group of formula (IC):



wherein:

R^{18} is selected from hydrogen or C_{1-4} alkyl;

R^{19} is selected from hydrogen, halo, nitro, cyano, hydroxy, amino, carbamoyl, mercapto, sulphamoyl, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, C_{1-6} alkanoyl, C_{1-6} alkanoyloxy, N -(C_{1-6} alkyl)amino, N,N -(C_{1-6} alkyl)₂amino, C_{1-6} alkanoylamino, N -(C_{1-6} alkyl)carbamoyl,

$N,N-(C_{1-6}alkyl)_2$ carbamoyl, $C_{1-6}alkylS(O)_a$ wherein a is 0 to 2, $C_{1-6}alkoxy$ carbonyl, $N-(C_{1-6}alkyl)$ sulphamoyl, $N,N-(C_{1-6}alkyl)_2$ sulphamoyl, carboeyleyl or heteroeyleyl group; where R^{10} may be independently optionally substituted on carbon by one or more substituents selected from R^{54} ; and wherein if said heteroeyleyl contains an $-NH-$ group, that nitrogen may be optionally substituted by a group selected from R^{52} ;

R^{20} is selected from halo, nitro, cyano, hydroxy, amino, carbamoyl, mercapto, sulphamoyl, hydroxyaminocarbonyl, $C_{1-10}alkyl$, $C_{2-10}alkenyl$, $C_{2-10}alkynyl$, $C_{1-10}alkoxy$, $C_{1-10}alkoxy$ carbonyl, $C_{1-10}alkanoyl$, $C_{1-10}alkanoyloxy$, $N-(C_{1-10}alkyl)$ amino, $N,N-(C_{1-10}alkyl)_2$ amino, $N,N,N-(C_{1-10}alkyl)_3$ ammonio, $C_{1-10}alkanoylamino$, $N-(C_{1-10}alkyl)$ carbamoyl, $N,N-(C_{1-10}alkyl)_2$ carbamoyl, $C_{1-10}alkylS(O)_a$ wherein a is 0 to 2, $N-(C_{1-10}alkyl)$ sulphamoyl, $N,N-(C_{1-10}alkyl)_2$ sulphamoyl, $N-(C_{1-10}alkyl)$ sulphamoylamino, $N,N-(C_{1-10}alkyl)_2$ sulphamoylamino, $C_{1-10}alkoxy$ carbonylamino, carboeyleyl, carboeyleyl $C_{1-10}alkyl$, heteroeyleyl group, heteroeyleyl $C_{1-10}alkyl$, carboeyleyl $-(C_{1-10}alkylene)_e-R^{53}$ $-(C_{1-10}alkylene)_e$ or heteroeyleyl $-(C_{1-10}alkylene)_e-R^{54}$ $-(C_{1-10}alkylene)_e$; wherein R^{20} may be independently optionally substituted on carbon by one or more R^{57} ; and wherein if said heteroeyleyl contains an $-NH-$ group, that nitrogen may be optionally substituted by a group selected from R^{58} ;

p is 1-3; wherein the values of R^{15} may be the same or different;

q is 0-1;

r is 0-3; wherein the values of R^{16} may be the same or different;

m is 0-2; wherein the values of R^{17} may be the same or different;

n is 1-2; wherein the values of R^{18} may be the same or different;

z is 0-3; wherein the values of R^{19} may be the same or different;

R^{21} is selected from hydrogen or $C_{1-6}alkyl$;

R^{22} and R^{23} are independently selected from hydrogen, hydroxy, amino, mercapto, $C_{1-6}alkyl$,

$C_{1-6}alkoxy$, $N-(C_{1-6}alkyl)$ amino, $N,N-(C_{1-6}alkyl)_2$ amino, $C_{1-6}alkylS(O)_a$ wherein a is 0 to 2;

R^{24} is selected from hydrogen, hydroxy, $C_{1-6}alkyl$, $C_{1-6}alkoxy$ and $C_{1-6}alkanoyloxy$;

R^{25} is selected from halo, nitro, cyano, hydroxy, amino, carboxy, carbamoyl, mercapto, sulphamoyl, $C_{1-4}alkyl$, $C_{2-4}alkenyl$, $C_{2-4}alkynyl$, $C_{1-4}alkoxy$, $C_{1-4}alkanoyl$, $C_{1-4}alkanoyloxy$,

N-(C₁₋₄alkyl)amino, *N,N*-(C₁₋₄alkyl)₂amino, C₁₋₄alkanoylamino, *N*-(C₁₋₄alkyl)carbamoyl, *N,N*-(C₁₋₄alkyl)₂carbamoyl, C₁₋₄alkylS(O)_a wherein a is 0 to 2, C₁₋₄alkoxycarbonyl, *N*-(C₁₋₄alkyl)sulphamoyl and *N,N*-(C₁₋₄alkyl)₂sulphamoyl; wherein R²⁵, may be independently optionally substituted on carbon by one or more R⁶⁷;

R²⁶, R²⁸, R³⁰, R³⁶, R⁴¹, R⁴⁷, R⁵¹ and R⁵⁷ are independently selected from halo, nitro, cyano, hydroxy, amino, carbamoyl, mercapto, sulphamoyl, hydroxyaminocarbonyl, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl, C₁₋₁₀alkoxy, C₁₋₁₀alkanoyl, C₁₋₁₀alkanoyloxy, C₁₋₁₀alkoxycarbonyl, *N*-(C₁₋₁₀alkyl)amino, *N,N*-(C₁₋₁₀alkyl)₂amino, *N,N,N*-(C₁₋₁₀alkyl)₃ammonio, C₁₋₁₀alkanoylamino, *N*-(C₁₋₁₀alkyl)carbamoyl, *N,N*-(C₁₋₁₀alkyl)₂carbamoyl, C₁₋₁₀alkylS(O)_a wherein a is 0 to 2, *N*-(C₁₋₁₀alkyl)sulphamoyl, *N,N*-(C₁₋₁₀alkyl)₂sulphamoyl, *N*-(C₁₋₁₀alkyl)sulphamoylamino, *N,N*-(C₁₋₁₀alkyl)₂sulphamoylamino, C₁₋₁₀alkoxycarbonylamino, carbocyclyl, carbocyclylC₁₋₁₀alkyl, heterocyclic group, heterocyclylC₁₋₁₀alkyl, carbocyclyl-(C₁₋₁₀alkylene)_e-R⁵⁹-(C₁₋₁₀alkylene)_f- or heterocyclyl-(C₁₋₁₀alkylene)_g-R⁶⁰-(C₁₋₁₀alkylene)_h-; wherein R²⁶, R²⁸, R³⁰, R³⁶, R⁴¹, R⁴⁷, R⁵¹ and R⁵⁷ may be independently optionally substituted on carbon by one or more R⁶³, and wherein if said heterocyclyl contains an -NH- group, that nitrogen may be optionally substituted by a group selected from R⁶⁴;

R²⁷, R²⁹, R³¹, R³⁷, R⁴², R⁴⁸, R⁵², R⁵⁸ and R⁶⁴ are independently selected from C₁₋₆alkyl, C₁₋₆alkanoyl, C₁₋₆alkylsulphonyl, sulphamoyl, *N*-(C₁₋₆alkyl)sulphamoyl, *N,N*-(C₁₋₆alkyl)₂sulphamoyl, C₁₋₆alkoxycarbonyl, carbamoyl, *N*-(C₁₋₆alkyl)carbamoyl, *N,N*-(C₁₋₆alkyl)₂carbamoyl, benzyl, phenethyl, benzoyl, phenylsulphonyl and phenyl; R³², R³³, R⁴³, R⁴⁴, R⁵³, R⁵⁴, R⁵⁹ and R⁶⁰ are independently selected from -O-, -NR⁶⁵-, -S(O)_x-, -NR⁶⁵C(O)NR⁶⁶-, -NR⁶⁵C(S)NR⁶⁶-, -OC(O)N=C-, -NR⁶⁵C(O)- or -C(O)NR⁶⁵-; wherein R⁶⁵ and R⁶⁶ are independently selected from hydrogen or C₁₋₆alkyl, and x is 0-2;

R⁶³ and R⁶⁷ are independently selected from halo, hydroxy, cyano, carbamoyl, ureido, amino, nitro, carbamoyl, mercapto, sulphamoyl, trifluoromethyl, trifluoromethoxy, methyl, ethyl, methoxy, ethoxy, vinyl, allyl, ethynyl, methoxycarbonyl, formyl, acetyl, formamido, acetylamino, acetoxo, methylamino, dimethylamino, *N*-methylcarbamoyl,

N,N-dimethylcarbamoyl, methylthio, methylsulphinyl, mesyl, *N*-methylsulphamoyl and
N,N-dimethylsulphamoyl; and

e, f, g and h are independently selected from 0-2;

or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a prodrug thereof.

Claims 2-3 (cancelled).

Claim 4 (currently amended): A compound of formula (I) according to claim 1 wherein R²² and R²³ are independently selected from hydrogen and hydroxy; or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a prodrug thereof.

Claim 5 (cancelled).

Claim 6 (currently amended): A compound of formula (I) according to claim 1 wherein one of R¹ and R² ~~is~~ is ~~are~~ C₁₋₄alkyl; or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a prodrug thereof.

Claim 7 (currently amended): A compound of formula (I) according to claim 1 wherein v is 0; or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a prodrug thereof.

Claims 8-11 (cancelled).

Claim 12 (currently amended): A compound of formula (I) according to claim 1 selected from:
(+/-)-trans-1,1-dioxo-3-ethyl-3-butyl-5-phenyl-7-methylthio-8-(*N*-{(R)- α -[*N*-(2-(S)-3-(R)-4-(R)-5-(R)-2,3,4,5,6-pentahydroxyhexyl)carbamoyl]benzyl}carbamoylmethoxy)-2,3,4,5-tetrahydro-1,4-benzothiazepine;
(+/-)-trans-1,1-dioxo-3-ethyl-3-butyl-5-phenyl-7-methylthio-8-(*N*-{(R)- α -[*N*-(2-(S)-3-(R)-4-(R)-5-(R)-2,3,4,5,6-pentahydroxyhexyl)carbamoyl]benzyl}carbamoylmethoxy)-2,3,4,5-tetrahydro-1,4-benzothiazepine;

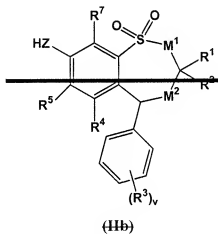
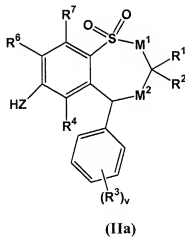
1,1-dioxo-3-ethyl-3-butyl-4-hydroxy-5-phenyl-7-(N-[α -(2-(S)-3-(R)-4-(R)-5-(R)-2,3,4,5,6-pentahydroxyhexyl)carbamoyl]-2-fluorobenzyl)carbamoylmethylthio)-2,3,4,5-tetrahydrobenzothiepine; or

1,1-dioxo-3-butyl-3-ethyl-4-hydroxy-5-phenyl-7-(N-[1-[N'-(2-(S)-3-(R)-4-(R)-5-(R)-2,3,4,5,6-pentahydroxyhexyl)carbamoyl]-1-(cyclohexyl)methyl]carbamoylmethylthio)-2,3,4,5-tetrahydrobenzothiepine;

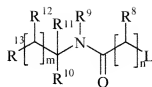
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a-prodrug thereof.

Claim 13 (currently amended and withdrawn): A process for preparing a compound of formula (I) or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a-prodrug thereof, as claimed in claim 1, which process (wherein variable groups are, unless otherwise specified, as defined in claim 1) comprises of:

Process 1): for compounds of formula (I) wherein Z is -O-, NR^a- or -S-; reacting a compound of formula (IIa) or (IIb):



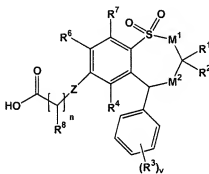
with a compound of formula (III):



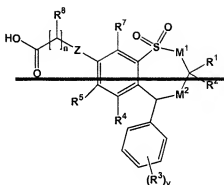
(III)

wherein L is a displaceable group;

Process 2): reacting an acid of formula (IVa) or (IVb):



(IVa)



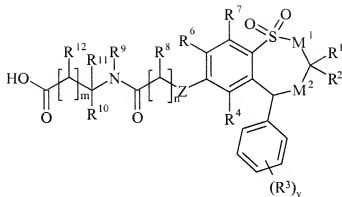
(IVb)

or an activated derivative thereof, with an amine of formula (V):



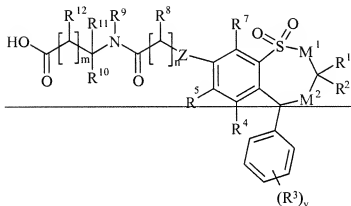
(V);

Process 3): for compounds of formula (I) wherein R¹³ is a group of formula (IB); reacting an acid of formula (VIa):



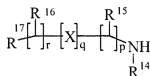
(VIa)

or (VIb):



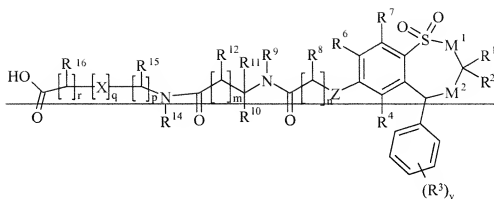
(VIb)

with an amine of formula (VI):



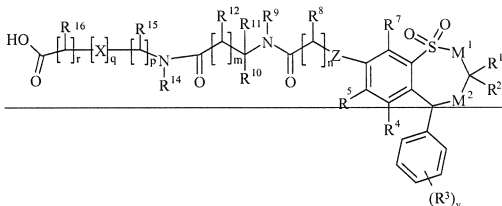
(VI); or

Process 4): for compounds of formula (I) wherein R¹³ is a group of formula (IB) and R¹⁴ is a group of formula (IC); reacting an acid of formula (VIIa):



(VIIa)

or (VIIb)



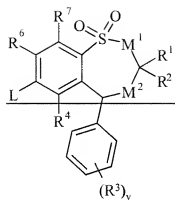
(VIIb)

or an activated derivative thereof; with an amine of formula (IX):

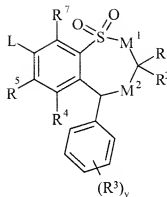


(IX)

Process 4) 5) for compounds of formula (I) wherein one of R⁵ and R⁶ is methylthio are independently selected from C₁₋₆ alkylthio optionally substituted on carbon by one or more R²⁵; reacting a compound of formula (Xa) or (Xb):



(Xa)



(Xb)

wherein L is a displaceable group; with a thiol of formula (XI):



(XI)

wherein R^m is ~~methylthio- C_{1-6} -alkylthio optionally substituted on carbon by one or more R^{25}~~ ; and optionally:

- i) converting a compound of the formula (I) into another compound of the formula (I);
- ii) removing any protecting groups;
- iii) forming a pharmaceutically acceptable salt or a prodrug.

Claims 14 to 17 (cancelled).

Claim 18 (currently amended): A pharmaceutical composition which comprises a compound of formula (I), or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester or amide a prodrug thereof, as claimed in claim 1 ~~or claim 11~~, in association with a pharmaceutically-acceptable diluent or carrier.

Claims 19 to 25 (cancelled).